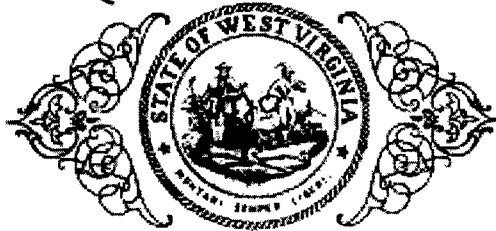


State of West Virginia



Certificate

*I, Natalie E. Tennant, Secretary of State of the
State of West Virginia, hereby certify that*

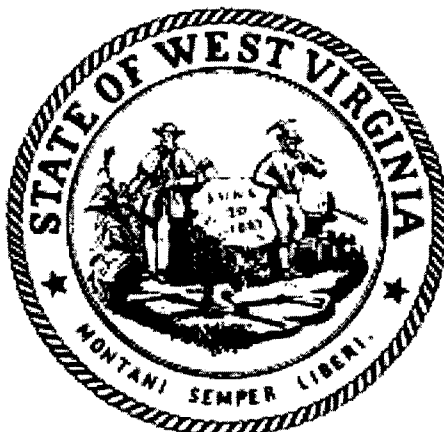
JEFFERSON COUNTY ORGANIZATION OF HOMEOWNERS ASSOCIATIONS, INC.

Control Number: 99G9H

has filed its application for "Certificate of Incorporation" in my office according to the provisions of the West Virginia Code. I hereby declare the organization to be registered as a corporation from its effective date of August 24, 2009, until a certificate of dissolution has been filed with Secretary of State.

Therefore, I hereby issue this

CERTIFICATE OF INCORPORATION



*Given under my hand and the
Great Seal of the State of
West Virginia on this day of
August 24, 2009*

Natalie E. Tennant

Secretary of State

Natalie E. Tennant
Secretary of State
State Capitol Bldg.
1900 Kanawha Blvd. East
Charleston, WV 25305-0770



Penney Barker, Manager
Corporations Division
Tel: (304) 558-8000
Fax: (304) 558-8381
www.wvsos.com
FILE One Original

WEST VIRGINIA ARTICLES OF INCORPORATION

Control # **99694**

The undersigned, acting as incorporator(s) according to the West Virginia Code, adopt the following Articles of Incorporation for a West Virginia Domestic Corporation, which shall be perpetual:

1. The name of the West Virginia corporation shall be:

[This name is your official name and must be used in its entirety when in use unless a trade name is registered with the Office of Secretary of State, according to Chapter 47-8 of the West Virginia Code.

Jefferson County Organization of Homeowners

Associations, Inc.

2. The address of the principal office of the corporation will be:

located in the County of:

The mailing address of the above location, if different, will be:

Street:

1000 Country Club Lane

City/State/Zip:

Harpers Ferry WV 25425

County:

Jefferson

Street/Box:

City/State/Zip:

Street:

1000 Country Club Lane

City/State/Zip:

Harpers Ferry WV 25425

County:

Jefferson

Street/Box:

City/State/Zip:

3. The physical address (not a PO box) of the principal place of business in West Virginia, if any, will be located in the County of:

The mailing address of the above location, if different, will be:

4. The name and address of the person to whom notice of process may be sent, if any, is:

Name:

Braun A. Hamstead, Esq. Hamstead & Associates, LC

Street:

1802. W. King Street

City/State/Zip:

Martinsburg WV 25401

5. This corporation is organized as: (check one below)



NON-PROFIT, NON-STOCK, (if you plan on applying for 501 (c)(3) status with the IRS you may want to include certain language that is required by IRS to be included in your articles of incorporation)



FOR PROFIT

SEE EXHIBIT "A"

FILED

AUG 24 2009

6. FOR PROFIT ONLY:


The total value of all authorized capital stock of the corporation will be \$ _____ **IN THE OFFICE OF SECRETARY OF STATE**

The capital stock will be divided into _____ shares at the par value of \$ _____ per share.

M02 k \$25.00 08/21/2009 836447

7. The **purpose** for which this corporation is formed is as follows:

(Describe the type(s) of business activity which will be conducted, for example, "agricultural production of grain and poultry", "construction of residential and commercial buildings", "manufacturing of food products", "commercial printing", "retail grocery and sale of beer and wine". Purpose may conclude with words "... including the transaction of any or all lawful business for which corporations may be incorporated in West Virginia.")

To obtain and share information regarding local ordinances, state law, federal law, proposed changes and tax laws affecting homeowner associations, and all other activities which a non-profit corporation may undertake in the State of West Virginia. 

8. FOR NON PROFITS ONLY: (Check the statement that applies to your entity)

☐

Corporation will have no members

☒

Corporation will have members

(NOTE) If corporation has one or more classes of members, the designation of a class or classes is to be set forth in the articles of incorporation and the manner of election or appointment and the qualifications and rights of the members of each class is to be set forth in the articles of incorporation or bylaws. If this applies to your entity then you will have to attach a separate sheet listing the above required information, unless it will fit in the space below

See attached By-Laws

9. The name and address of the incorporator(s) is:

Name

Address

City/State/Zip

Elliot SimonP.O. Box 1320Harpers Ferry, WVPeter Appignani26 General Wright Ct.Harpers Ferry, WV 25425 10. The number of acres of land it holds or expects to hold in West Virginia is 0

11. Contact and Signature Information:

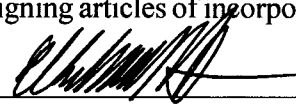
a. Contact person to reach in case there is a problem with filing: Richard A. Sussmann Phone # 304-262-8390b. Print Name of person who is signing articles of incorporation: Elliot Simon, Treasurerc. Signature of Incorporator:  Date: 8/6/09

EXHIBIT A

Statement Required by IRS to be Included in Articles of Incorporation, Restatement or Amendment for 501(c)(3) Status Approval

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 7 of these Articles of Incorporation.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporations then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**BYLAWS OF THE JEFFERSON COUNTY ORGANIZATION
OF HOMEOWNERS ASSOCIATIONS, INC.**

**A Non-Profit Organization
For the Benefit of Home Owners Associations within
Jefferson County, West Virginia**

Incorporated in the State of West Virginia

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PREAMBLE

The focal interest of The Jefferson County Organization of Homeowners Associations, Inc., hereinafter referred to as "*The Organization*", shall be issues relating to the preservation and promotion of the present and future welfare of the Jefferson County Homeowners Associations. The Organization is comprised of Homeowners Associations within Jefferson County, West Virginia, and is established with the purpose of the discussion of common problems, the sharing of solutions, the communication of important information to our communities and to be a cohesive force to protect the interests and welfare of Jefferson County home owners.

I MEMBERSHIP

Membership of The Organization is voluntary and is made up of qualified Homeowner Associations within Jefferson County, West Virginia. The member associations shall participate through a duly appointed representative who may be the president of an association, or such other person as the member association may designate, in writing, as its representative to The Organization. Each association should also designate an alternate, in writing, to serve when the appointed representative is unable to be in attendance. No designee or alternate shall currently hold an elected Federal, State, County or municipal office. Each member association shall have one (1) vote, provided that it will be in good-standing. To remain in good-standing, each Member Association shall be current with all dues payments and operate under minimum guidelines as listed below or as provided on the membership application:

1. The Homeowner Association shall be governed by a set of written bylaws and/or charter;
2. The Homeowner Association shall have contiguous, well-defined geographic boundaries;
3. The Homeowner Association shall have an organizational meeting and general membership meetings, on a regularly scheduled basis in accordance with its bylaws;
4. The Homeowner Association shall have a means of communicating between association officers and membership, and;
5. The Homeowner Association shall have officers and/or directors elected by the general membership in accordance with its established governing documents.

THERE ARE THREE LEVELS OF MEMBERSHIP AVAILABLE:

A. Qualified Homeowner Association Membership

A qualified Homeowner Association shall be defined as a residential organization representing a separate and distinct geographical area of Jefferson County, West Virginia, and incorporated under the laws of the State of West Virginia statutes¹. The association may become a voting member upon submission of application and required documentation specified therein for

¹ Reference is made to Chapter 31E, the West Virginia Nonprofit Corporation Act, and/or Chapter 36B, the Uniform Common Interest Ownership Act. (add hyperlink)

approval and payment of approved dues. The Organization will recognize only one (1) Homeowner Association in a distinct geographical area. Membership in good-standing for Qualified Homeowner Association Membership is defined as a member association complying with all Qualified Homeowner Association membership requirements, dues paid to date, and the association has been represented by its appointed representative or alternate at a majority of the non-emergency meetings during the past calendar year.

B. Individual Membership

An individual living in an area where no Homeowner Association exists may become a non-voting member of The Organization upon submission of application for approval and payment of approved dues.

C. Business Membership

Non-voting membership is available to business/merchant groups upon submission of application for approval and payment of approved dues.

Membership in good-standing for Individual or Business members requires dues paid to date and attendance at a majority of the non-emergency meetings during the past calendar year.

II. POLICIES/GUIDELINES/QUORUM AND VOTING

The Organization shall be responsible for establishing general operational policies and guidelines. A quorum shall be defined as 25% of the voting members in good standing. A majority shall be defined as 50% plus one of those voting members in good standing in attendance. Action shall require an affirmative vote of a majority of the voting members in good standing, provided a quorum is present as defined herein. The vote of a majority of the members present in person or by proxy at a meeting at which a quorum shall be present shall be binding upon all members for all purposes except where a higher percentage vote is required in these Bylaws or by law. As may become necessary, a member association may authorize, in writing, a duly appointed representative in lieu of the duly appointed person or alternate to represent an association for a meeting. Proxy voting by the member associations is allowed.

A. Proxy Voting

Votes allocated to a voting member may be cast under a proxy duly executed by such a member. Proxies may only be revoked upon actual notice of revocation to the person presiding over a meeting of The Organization. A proxy is void if it is not dated or purports to be revocable without notice. A proxy terminates one year after its date, unless it specifies a shorter term.

III. BOARD OF DIRECTORS

The Board of Directors shall consist of the elected officers of The Organization (that is, a President, Vice President, Secretary and Treasurer), and Directors At Large. The Board of Directors shall have the responsibility of the general management of the affairs of business of The Organization. The Board of Directors shall have meetings and a majority of current members in good standing shall constitute a quorum. Action may be taken by a majority vote.

Proxy voting as established by the Board of Directors and approved by the membership is allowed. Directors may attend board meetings by conference call or other available telecommunications method (e.g. video teleconference). No Board of Director shall currently hold an elected Federal, State, County or municipal office.

IV. OFFICERS AND DIRECTORS AT LARGE

The Officers and Directors at Large shall be elected by the voting membership to serve a two-year term of office as hereinafter provided. No Officer or Director At Large shall serve more than two (2) consecutive full terms in one office. The election of Officers and Directors At Large shall be by a majority vote of the voting members in good standing, provided a quorum is present, at the TBD meeting of an election year.

Elections shall be by secret written ballot, unless waived by the majority of voting members present.

To be eligible for office, candidates must be the appointed representative or alternate from a member association in good standing and must remain as the designated representative or alternate for the duration of their term of office. All officers must be from member associations in good standing. The Organization may waive the requirement of an appointed representative or alternate from a member association (i.e., voting member) and elect an Individual or Business member to the Board of Directors if two-thirds (2/3) majority of the member associations agree to waive this requirement. The requirement of a member in good standing shall not be waived. If an Individual or Business member is elected to the Board of Directors, they shall have an equal vote on the Board. The Individual or Business member elected to the Board of Directors shall not have a membership vote. Should any Member fail to be in good standing, the director or officer shall be removed from office in accordance with these Bylaws.

1) President.

The President shall chair all meetings of The Organization and Board of Directors. The President shall be an ex-officio member of all committees and shall preside at all meetings of the members and Board of Directors. The President shall have all of the general powers and duties, which are incident to the Office of President of a non-stock corporation organized under the laws of the State of West Virginia. The President may fulfill the role of treasurer in the absence of the Treasurer, and shall sign all formal contracts, documents, and instruments of a formal nature entered into by The Organization, when authorized by the membership of The Organization.

2) Vice President.

The Vice President shall act as President in all functions when the President is absent or is unable to act. Responsibilities include oversight of all Organization membership functions and, at general meetings, call the roll and confirm presence of a quorum.

3) Secretary.

The Secretary shall take, prepare and maintain a file of minutes of all meetings held and maintain all official documents of The Organization. The Secretary shall be responsible for advising of availability of minutes, agendas, notices and other relevant information.

4) Treasurer.

The Treasurer shall maintain financial records, collect dues and assessments, and pay all monies owed by The Organization. The Treasurer shall, in general, perform all the duties incident to the Office of Treasurer of a non-stock corporation organized under the laws of the State of West Virginia. All checks over \$500 require two authorized signatures. Authorized signatures include: the President, Vice-President, Secretary and Treasurer.

5) Directors At Large.

The Directors At Large shall be elected by the member associations. They will serve as Chairperson of the committees established by the member associations. The Directors at Large will be voting members of the Board of Directors.

6) Chairperson of Committees.

The Chairperson of Committees shall be Directors at Large, elected by the member associations to establish, coordinate and implement all committees established by the Board of Directors and Member Associations.

Should an association fail to be in good-standing, the Board member will be automatically removed from office. Should the Board member no longer be the currently designated representative or alternate, they will be automatically removed from office in accordance with these Bylaws. Only one representative from a member association may be elected to the Board of Directors unless two-thirds (2/3) of a majority of the members associations agree to waive this requirement.

A. Powers and Duties.

The Board of Directors shall have, subject to the limitations contained in these ByLaws, the powers and duties necessary for the administration of the affairs of The Organization which shall include, but not be limited to, the following:

- 1) Adopt and amend Bylaws and Rules and regulations;
- 2) Adopt and amend budgets for revenue, and expenditures;
- 3) Collect dues and fees as established in these Bylaws;
- 4) Hire and discharge employees, agents and independent contractors;
- 5) Institute, defend or intervene in litigation or administrative proceedings or seek injunctive relief for violations of these Bylaws or rules adopted there from;

Bylaws of The Jefferson County Organization of Homeowners Associations, Inc.

- 6) Make contracts and incur liabilities, limited to the management and administration of the organization;
- 7) Impose a reasonable charge for late payment of dues;
- 8) Provide for the indemnification of The Organization's officers and Board members and maintain Directors' and officers' liability insurance;
- 9) Exercise any other powers conferred by the Bylaws;
- 10) Exercise any other power that may be exercised in the state by a legal entity of the same type as The Organization, including those listed in 31E-1-1, et seq.;
- 11) Exercise any other power necessary and proper for the governance and operation of The Organization.

B. Standard of Care.

In the performance of their duties, the officers and members of the Board of Directors are required to exercise the care required of fiduciaries of the members.

C. Waiver of Notice.

Any Director may waive notice of any meeting in writing. Attendance by a Director at any meeting of the Board shall constitute a waiver of notice. If all the Directors are present at any meeting, no notice shall be required and any business may be transacted at such meeting.

D. Quorum of Directors.

At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business and the votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the meeting.

E. Compensation.

A Director or officer shall not receive any compensation from The Organization for acting as such. A Director or officer may receive reimbursement for necessary and actual expenses incurred in connection with carrying out his or her duties.

F. Consent to Corporate Action.

If all the Directors, officers or members of established committees severally or collectively consent in writing to any action taken or to be taken by The Organization and the number of the Directors, officers or committee members constitutes a quorum for such action, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board, officers or the committee, as the case may be. The Secretary shall file such consents with the minutes of the meetings.

G. Indemnification

The Directors and officers of The Organization shall have the liabilities, and be entitled to indemnification, as provided in the statutes of West Virginia, including, but not limited to §31E-8-851, the provisions of which are hereby incorporated by reference and made a part hereof.

H. Nominations

Nominations for any office must be made in writing, to the Board of Directors or Committee established by the Board to oversee the election, 15 days in advance of the scheduled election. The person nominated must accept the nomination prior to the election. Any member association in good-standing may nominate any qualified member association. A qualified member may nominate himself or herself. If a non-voting member is nominated by a voting member in good-standing and the non-voting member accepts the nomination, the Board of Directors shall make provisions for establishing the two-thirds (2/3) majority of the member associations of The Organization voting member associations to agree to waive this requirement.

V. COMMITTEES

Committees shall be suggested by the Board of Directors or the member associations and approved by a majority of the member associations. The membership of committees shall conduct its business, keep the Board of Directors informed, and report back to The Organization. Committee members shall speak on behalf of The Organization when directed by either the Board or The Organization.

VI. REMOVAL OF BOARD MEMBERS/REMOVAL OF ORGANIZATION MEMBER

A. Removal of Board Members

Members of the Board may be removed from Office, with or without cause, by majority vote of two-thirds (2/3rds) of the member associations at any meeting noticed for said purpose.

Any Board member who is no longer designated as the voting representative or alternate for their Organization shall be automatically removed from office.

Any Board member who is representing a member association who is no longer in good standing will be automatically removed from office. Any person who serves as an Officer or Director at Large, who has established a campaign treasury for any elective public office, shall no longer be eligible to serve as an officer of The Organization. This does not prohibit membership in volunteer appointed Federal, State, County, or Municipal positions (e.g., Federal, State, County, or Municipal boards, councils or commissions).

B. Removal of Member Associations

Membership is voluntary. Regular committed attendance is encouraged to assure the voice of the entire community and assure there is a quorum on voting items. Only duly appointed representatives or their alternates from Member Associations in good standing are entitled to

vote. There is no removal requirement included for Member Associations.

VII. FILLING VACANCIES

Should a vacancy of an Office occur, the vacant position(s) shall be filled by a special election upon ten (10) days notice and held within sixty (60) days.

VIII. MEETINGS

The Organization shall meet as established by the Board of Directors unless otherwise specified. At a minimum, the Board of Directors shall hold semi-annual meetings. Notice of all meetings of the members, except special meetings, shall be provided at least ten (10) days prior to such meetings. Special meetings of The Organization may be called by a simple majority of the Board of Directors at any time, or at the request of one-third (1/3rd) of the member associations ship in good-standing. Notice of special meetings shall be provided a minimum of ten (10) days prior to such meeting. All members have the right to request the Board of Directors to include an item on the agenda for any meeting of The Organization. The member should submit a written request by letter or e-mail to any Officer or to the Board of Directors. This request shall be submitted a minimum of ten working days prior to said meeting to guarantee ample time for notification to the general membership of inclusion of this item.

A. Place of Meetings.

Meetings shall be held at a suitable place in Jefferson County, West Virginia convenient to the members as may be designated by the Board of Directors.

IX. LEGAL ACTION

The Organization may not sponsor nor initiate any legal action unless approved by two-thirds (2/3) of the members associations. Dissenting members will not be required to fund the approved action, unless they directly benefit from the action. This does not prohibit member associations either individually or as a group from sponsoring or initiating any legal actions. If member associations, individually or collectively, sponsor or initiate legal action, independent of The Organization, The Organization shall be held harmless.

X. FISCAL YEAR

The fiscal year of The Organization shall be from TBD to TBD.

XI. AMENDMENTS TO BYLAWS

The Bylaws may be amended by a majority vote of the member associations in good-standing, present, provided a quorum is present and provided, however, that a written notice including text of the proposed amendment or amendments shall be made available at least thirty (30) days in advance of any such meeting.

XII. AUDITS

The Treasurer's books shall be audited annually during the month of April. A committee of two (2) persons appointed by The Organization will perform this audit or arrange for an audit to be

performed by a certified public accountant. The Organization may request interim audits at any time. The audit results shall be reported at the May meeting or at the next meeting of The Organization following the audit.

XIII. DUES AND FEES

Dues shall be established by the Board of Directors and approved by a majority of the member associations.

The dues for all types of membership may be reviewed and/or changed at the TBD meeting by a majority vote of the member associations in good-standing provided a quorum is present as defined in Article II of these Bylaws. The dues of Individual Non-Voting members shall be the same as that of the qualified member associations. Dues for Business members shall be twice the amount of a qualified member association. The dues must be accompanied by a membership application/renewal form, which will be reviewed for approval by the Membership Committee.

An initiation fee for each association, individual member or business member shall be established by the Board of Directors and approved by a majority of the member associations.

XIV RECORDS

A. Records and Audits.

The Organization shall maintain financial records. The financial records shall be maintained and audited in accordance with applicable laws of the State of West Virginia. The cost of the audit shall be a common expense of the membership.

B. Examination.

All records maintained by The Organization shall be available for examination and copying by any member, or by any of their duly authorized agents or attorneys at the expense of the person examining the records during normal business hours and after reasonable notice.

C. Records.

The Organization shall keep the following records:

- 1) An account for each member or member association which shall designate the name and address of each member or member association, the amount of each assessment, the dates on which each assessment comes due, the amounts paid on the account, and the balance due;
- 2) A record of all capital expenditures approved by the Board of Directors;
- 3) The most recently regularly prepared balance sheet and income and expense statement, if any, of The Organization;
- 4) The current operating budget adopted and ratified pursuant to the Bylaws;
- 5) A record of any unsatisfied judgments against The Organization and the existence of any pending suits in which The Organization is a defendant;

Bylaws of The Jefferson County Organization of Homeowners Associations, Inc.

- 6) A record of insurance coverage provided for the benefit of The Organization;
- 7) Such balance sheets and other records required by local and state statutes;
- 8) Tax returns for state and federal income taxation; and
- 9) Minutes of proceedings of incorporators, members, Directors, committees and waivers of notice.

XV. PARLIAMENTARY PROCEDURE

Roberts Rules of Order shall govern all meetings unless otherwise stated in these Bylaws. The presiding officer may appoint a parliamentarian for any meeting.

XVI. EFFECTIVE DATE

THE FOREGOING was adopted as the Bylaws of the Jefferson County Organization of Homeowners Associations, Inc., a corporation not-for-profit, under the laws of the State of West Virginia, on the TBDth day of TBD.

Saved in "X" Jeff. Co. Org of HOA's/Bylaws Rev #9 8-18-09

KEEP IN WORD FORMAT